IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO. 747 OF 2007

CONNECTED WITH

COMPANY APPLICATION NO. 901 OF 2007

In the matter of Scheme of Amalgamation of TRINITY INDIA LIMITED with TRINITY DIE FORGERS LIMITED

TRINITY INDIA LIMITED. Transferor Company.

WITH

COMPANY PETITION NO.748 OF 2007

CONNECTED WITH

COMPANY APPLICATION NO. 902 OF 2007

TRINITY DIE FORGERS LIMITED Transferee Company.

Mr. Rajesh Shah i/b Rajesh Shah & Co. for the petitioners.

Ms S. Ramakantha Dy. O.L., in CP No. 747 of 2007.

Mr. C. J. Joy with and Mr. G. C. Mishra for R.D. in all matters.

CORAM: A.M.KHANWILKAR, J.

DATE : 30th November, 2007

PC:

1. Heard learned counsel for the parties.

2. The sanction of the Court is sought under Section 391 to 394 of the Companies Act, 1956 to a Scheme of Amalgamation of M/s Trinity India Limited, the Transferor Company with M/s Trinity Die Forgers Limited, the Transferee Company.

3. Counsel appearing on behalf of the Petitioners have stated that they have complied with all requirements as per directions of these Hon'ble Court and they have filed necessary affidavits of compliance in the Court.

4. As per the objection raised by the Regional Director in their Report, the Petitioner through their counsel undertake that they will comply with the requirement of provisions of section 21 of the Companies Act, 1956 in respect of filing of necessary forms with Registrar of Companies

5. Upon perusal of the entire material placed on records, the scheme appears to be fair and reasonable and is not violative of any provisions of law and is nor contrary to any public policy. None of the parties concerned has come forward to oppose the scheme. Moreover, both the Regional Director and the Official Liquidator have stated that the scheme as proposed is the interest of share holders or creditors.

6. There is no objection to the scheme and since all the requisite statutory compliances have been fulfilled, Company Petition Nos. 747 of 2007 and 748 of 2007 filed by the transferor companies are made absolute in terms of prayer clauses (a) to (i). Company Petition No. 748 of filed by the transferee company is made absolute in terms of prayer clause(a) to (j)

7. The Transferee Company to lodge a copy of this order and the scheme with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, on the same within 30 days of obtaining the certified copy and/or an authenticated copy of the order

8. The Petitioners in all the company petitions to pay cost of Rs.5000/- each to the Regional Director and to the Official Liquidator by the petitioner in the Petition filed by the transferor company. Costs to be paid within four weeks from today.

9. Filing and issuance of the drawn up order is dispensed with. All authorities concerned to act on a copy of this order duly authenticated by the Registry.

(A. M. Khanwilkar, J.)